

EXHIBIT 2

Attachment C.

**M&T BANK
EMPLOYEE BENEFIT PLANS COMMITTEE
CHARTER**

INTRODUCTION

M&T Bank sponsors various employee welfare and retirement benefit plans that provide eligible employees with a competitive range of benefit options. In accordance with the terms of the applicable plan documents or pursuant to resolutions adopted by the Board of Directors of M&T Bank from time to time, the Employee Benefit Plans Committee (the "Committee") administers certain of these plans (individually a "Plan" and collectively the "Plans").

The Plans are intended to comply with all applicable laws and regulations, including the Internal Revenue Code ("Code") and the Employee Retirement Income Security Act ("ERISA"). The Plans do not include any employee benefits that are not subject to ERISA.

This Charter sets forth the responsibilities and powers of the Committee.

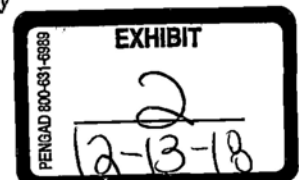
COMMITTEE RESPONSIBILITIES AND AUTHORITY

General. The Committee is responsible for ensuring that the Plans are effectively administered and communicated to employees, in accordance with this Charter, the terms of the benefit plan documents and applicable law. The Committee is also responsible for providing information and making recommendations to the Board of Directors of M&T Bank regarding adoption, amendment and termination of the employee benefit plans, so that the Plans provide the appropriate level of benefits needed to recruit and retain the workforce required for the operations of M&T Bank.

Fiduciary Status. The Committee members are fiduciaries of the Plans within the meaning of ERISA Section 3(21) when the Committee exercises discretion in the administration of the Plans or the investment of their assets. The Committee members are not fiduciaries when they provide information or make recommendations to the Board of Directors of M&T Bank regarding adoption, amendment or termination of the Plans. If the terms of a Plan specify that the Committee is the plan administrator of the Plan, then the Committee is also the plan administrator within the meaning of ERISA Section 3(16).

The Committee may designate other employees of M&T Bank (and its affiliates) to carry out the Committee's day-to-day responsibilities in administering the Plans. Such designees will not be fiduciaries themselves, except to the extent they expressly acknowledge and accept fiduciary status in accordance with ERISA or exercise discretion in Plan administration.

Discretionary Authority. The Committee has the discretionary authority to interpret the plan documents for the Plans and to make all determinations of fact necessary for administering the Plans and determining the entitlement of participants to benefits thereunder. The Committee is responsible for hearing and deciding appeals by participants of denials of claims for benefits under the Plans, unless such responsibility is expressly delegated to another decision maker by



the terms of the Plan documents.

M&T Common Stock. The Committee is responsible for managing Plan assets that are invested in M&T common stock in accordance with the Plan documents and any related investment management policies and guidelines. The Committee will monitor the performance of the M&T common stock held in the Plans. In addition, the Committee's responsibility for managing Plan assets that are invested in M&T common stock is subject to the following limitations:

- The Retirement Savings Plan mandates that M&T common stock will be an available investment option for the Plan. Therefore, the Committee has no power or responsibility under this Charter to remove or restrict M&T common stock as an available investment option.
- The Pension Plan may invest up to 10% of its assets in M&T common stock. To the extent the Committee determines that it is prudent, the Committee will invest the Pension Plan's assets in M&T common stock up to that percentage.
- The Committee is responsible for voting all shares of M&T common stock held in the Plans, except to the extent that a Plan document provides for participants to vote or direct the voting of such shares, in which case the Committee will facilitate the voting of those shares in accordance with the Plan document.

Other Assets. For all other assets of the Plans, the Committee is responsible for adopting, maintaining and implementing investment management policies and guidelines that specify the permissible classes of investments for each Plan, the target percentage level of investment in each class and the desired percentage range around the target. For Plans that allow participant directed investments, the Committee will administer the Plan in accordance with ERISA Section 404(c).

Other Powers and Authority. The Committee may obtain advice and assistance from internal or external legal, accounting, investment, or other advisors. The Committee may delegate its fiduciary responsibilities to investment consultants, investment managers and other service providers, as permitted by ERISA, and will monitor the performance of such delegates.

In addition to the powers and authority specified above, the Committee will also have any powers and authority granted to it by the terms of a Plan document.

COMMITTEE MEMBERSHIP

The Committee will consist of no fewer than three members, each of whom is (1) a member of the Management Group of M&T Bank or (2) an Executive Vice President or Senior Vice President of M&T Bank. The members of the Committee will designate one of their number to serve as Chair.

The members of the Committee will be appointed and replaced by the Board of Directors of M&T Bank, to serve for such term as the Board may determine and until their successors are duly qualified and appointed. If a vacancy arises on the Committee between meetings of the Board of Directors, the Management Group of M&T Bank may appoint a replacement Committee member to serve until the next Board meeting and thereafter if the Board does not act to remove them. The Committee may make recommendations to the Board regarding

appointment and replacement of its members. Any Committee member who terminates employment with the Company (and its affiliates) will automatically be removed from the Committee, unless the Board affirmatively acts to keep such member on the Committee despite termination of employment.

MEETINGS

The Committee will meet at least on a quarterly basis. The Committee may request employees of M&T Bank (or its affiliates) to attend its meetings. At least one-half of the Committee members then serving constitutes a quorum, and is required for any action to be taken. Action of the Committee will be by majority vote of those members present. The Committee may appoint from among its members or an officer of M&T Bank to serve as secretary of its meetings.

The Committee may act without a meeting, by submission of any question to the members in writing and the vote of a majority of the members then serving in favor of the question.

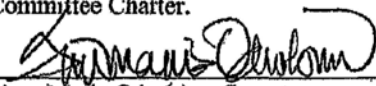
A Committee member may vote on a matter that affects the member generally by virtue of the member being a participant in the Plan in question, but a Committee member may not vote on matter that affects the member individually.

INDEMNIFICATION OF COMMITTEE MEMBERS

M&T Bank will indemnify and hold harmless any member of the Committee for their actions or omissions regarding the Plans, to the same extent (and subject to the same exceptions and limitations) that M&T Bank indemnifies and holds harmless any director, officer or employee of M&T Bank pursuant to its Bylaws. This indemnification provision also applies to any employee of M&T Bank (or its affiliates) to the extent such employee is alleged to be a fiduciary of a Plan.

ADOPTION

I, Ann Marie Odrobina, serving as secretary of the Employee Benefit Plans Committee of M&T Bank, hereby certifies that on March 8, 2010, the Employee Benefit Plan Committee adopted this Employee Benefit Plan Committee Charter.


Ann Marie Odrobina, Secretary

Date: March 8, 2010